

**EXHIBIT 21**

Page 14

GOODSTEIN

A. My current title is senior VP, News Corp.

Q. Senior VP News Corp.? Do you have a business card?

A. Yes.

Q. Could we have one.

A. Do you want --

MR. LERNER: We will take that request under advisement. But Mr. Goodstein is not going to produce documents at the deposition.

Q. Can you read your business card to us?

MR. LERNER: No, no. Objection.

Q. How long have you been senior VP of News Corp.?

A. I work for News America Incorporated.

Q. I am sorry, the question is how long have you been a senior VP of News Corporation?

MR. LERNER: Objection. He answered you.

Q. So your title is senior VP, News

Page 15

GOODSTEIN

Corporation? Has your title changed -- let me take a step back.

How long have you worked in your current position?

A. Six and a half years.

Q. Who is your employer?

A. News America Incorporated.

Q. Have you had the title senior VP of News Corp. for the entire six and a half years?

MR. LERNER: Objection.

Q. Do you understand the question? Have you had the title senior VP of News Corp. for the last six and a half years?

A. Yes.

Q. What is your current e-mail address?

A. LGoodstein@NewsCorp.com.

Q. And has that e-mail address been the same for the last six and a half years?

A. Yes.

Q. And that's your business e-mail address, correct?

A. Correct.

Page 16

GOODSTEIN

Q. And LGoodstein@NewsCorp.com, that would be where you receive business e-mails from employees of the New York Post?

A. Yes.

Q. Could you describe your educational background for me beginning with undergraduate?

A. East Meadow High School, bachelor of arts, Stony Brook University.

Q. What university was that?

A. Stony Brook, New York -- State University of New York, Stony Brook.

Q. What was your major?

A. Sociology.

Q. Do you have any other degrees other than your bachelor of arts?

A. No.

Q. Did you ever attend graduate school?

A. No.

Q. After you graduated university, what was your first full-time job?

A. Fullman Diet Company.

Q. Do you recall what year you began

Page 17

GOODSTEIN

at Fullman?

A. 1974.

Q. And how long did you work for Fullman?

A. Short period of time, maybe a year.

Q. Where did you work after Fullman full-time?

A. General Nutrition Corporation.

Q. How long did you work for General Nutrition?

A. Two years.

Q. So this would have been until around '76, '77?

A. '75, mid '75.

Q. And what was your next full-time job after General Nutrition?

A. I was an account executive at Newsday.

Q. Is that in New York?

A. It is on Long Island.

Q. What do you mean when you say you were an account executive? Can you describe more what your job entailed?

A. Sold advertising space.

Page 74

GOODSTEIN

MR. LERNER: Objection.

A. I don't know.

Q. So you have no idea who he works for?

MR. LERNER: Objection.

A. No.

Q. Now, let's go back to, do you recall the first time you met Sandra Guzman?

MR. LERNER: Objection.

Q. And I don't necessarily mean an exact day of the year, but approximately.?

MR. LERNER: Objection. I don't

understand what you are asking him, Paul.

Q. I am asking, when did you first meet Sandra Guzman?

MR. LERNER: You are not asking for a date?

Q. If he can give me a date, that's great. If you tell me I can't remember if it was October 1 or October 2, but it was October 2006, whatever it is, can you tell me a month and a year or at least the year?

A. The year, 2006.

Q. Do you remember when in the year it

Page 76

GOODSTEIN

Q. Do you remember specific employees who had their office on the fifth floor?

MR. LERNER: Objection.

A. Yes.

Q. Can you tell me the names of the people you remember on the fifth floor? Again, from 2006 to 2008?

MR. LERNER: Inclusive?

Q. From spring 2006 until October of 2008, can you name for me, as many as you can, other employees of anyone, I guess, actually that had offices on the fifth floor?

A. It was News America Marketing team. I'll give you as many names as I can remember.

Q. Um-hm.

A. John Kelly, Joe Trainer, John Liguitti, L-I-G-U-I-T-T-I, or T-T-I, T-T-I. John Liguitti. That is all I can remember. They were on my side.

Q. OK. What do you mean on your side? Were there two sides?

A. My side -- the office was spread out all across the fifth floor. It was a

Page 75

GOODSTEIN

was?

A. I don't recall.

Q. How soon after you were hired by Mr. Carlucci did you meet Ms. Guzman?

A. I believe I met her late spring of 2006.

Q. OK. So in spring of 2006, where was your office located?

A. I was at 1211 Sixth Avenue, on the fifth floor.

Q. Has it moved since then?

A. Yes.

Q. So you're no longer at 1211, is that correct?

A. Correct.

Q. But again, in 2006, in spring of 2006, you were on the fifth floor, and how long were you on that fifth floor office?

A. Until October of 2008.

Q. Between spring of 2006 and October of 2008, do you recall who else had offices on the fifth floor at 1211?

MR. LERNER: Objection.

A. News America Marketing.

Page 77

GOODSTEIN

very big space. So on my side of the office of the fifth floor, they were my neighbors.

Q. When you say on your side, there wasn't any kind of a division on the fifth floor, was there?

MR. LERNER: Objection.

A. No, no.

Q. You didn't have to go out or swipe a card or something to go to any other place on the fifth floor?

MR. LERNER: Objection.

A. The answer is no.

Q. Did anyone other than News America Marketing employees have offices on the fifth floor?

A. No.

Q. And in October of 2008, you left the fifth floor?

A. I did.

Q. Where did your office move to at that point?

A. We moved to 1185 Sixth Avenue.

Q. When you say "we," who ---

A. News America marketing.

Page 90

GOODSTEIN

1 this point in time, which is, this is dated,  
2 it looks like 12/18/06.

3 A. When I first came to the executive  
4 committee and I first joined News America  
5 Inc., I -- my role was, again, I could pick  
6 and choose the areas that I wanted to get  
7 involved with, with respect to the New York  
8 Post. At one of the meetings, I recall that  
9 there was a report given that Tempo was  
10 losing money and it was going to close.

11 I have had a lot of experience with  
12 the Hispanic community. I started Viva  
13 Magazine when I was at the Daily News, in  
14 1992. It was the first Hispanic-type  
15 newspaper magazine/supplement of its kind,  
16 very successful. I wanted to see if I could  
17 help resuscitate Tempo.

18 I also viewed it as a personal  
19 challenge. I was eager to prove myself. I  
20 was eager to show the committee and my boss  
21 that he had made the right decision in hiring  
22 me.

23 So I basically volunteered on a  
24 temporary basis to get involved with Tempo  
25

Page 92

GOODSTEIN

1 Q. Let me simplify. Why were you  
2 giving a Tempo update to the executive  
3 committee on 12/18/06?

4 A. Because, again, on a temporary  
5 basis, I was helping out the Tempo team.  
6 Were updates to the executive committee  
7 something you did frequently on Tempo?

8 MR. LERNER: Objection.

9 A. I don't recall.

10 Q. Can you tell me what steps you took  
11 to improve the advertising for Tempo?

12 A. I really worked very hard.

13 Q. And just briefly.

14 A. I, as I mentioned before, I had a  
15 lot of advertising, a ton of advertising  
16 contacts that had -- that I had worked with  
17 at the Daily News and at Viva Magazine.

18 So I immediately got on the phone,  
19 made sales calls and saw these people to get  
20 them into Tempo. That included Macy's,  
21 Verizon, Long Island University. So I worked  
22 my end, my contacts very, very hard.

23 The second part was I had wanted to  
24 focus on -- I had great success at the Daily  
25

Page 91

GOODSTEIN

1 and to help the ad sales. The big problem  
2 with Tempo was there weren't enough  
3 advertising pages, plain and simple. So the  
4 revenues were really suffering.

5 Q. When you say there weren't enough  
6 advertising, what period of time are you  
7 talking about?

8 A. Rephrase your question, I want to  
9 make sure I understand it.

10 Q. I just wanted to clarify. You said  
11 the problem with Tempo is there wasn't enough  
12 advertising. Are you referring to the entire  
13 period you were involved or was there --

14 A. No, no. Prior to my involvement.

15 Q. That's what I wanted to clarify.

16 A. Prior to my involvement. I don't  
17 know, I can't recall how far back Tempo was  
18 in the red. All I could tell you is that  
19 when I arrived, Tempo was in the red.

20 Q. And so this meeting on 12/18/06,  
21 this was due to your involvement in trying to  
22 save Tempo?

23 MR. LERNER: Objection.

24 A. I don't understand the question.  
25

Page 93

GOODSTEIN

1 News -- issues that focused on events. So I  
2 wanted to make sure is that we had some kind  
3 of an event or editorial agenda each and  
4 every month to sell around. So I tried to  
5 assist the team in that area.

6 And the third area was that, I  
7 don't know if I am a good salesperson or not,  
8 but I persuaded -- I don't remember who, but  
9 to accept Spanish-speaking ads, Spanish  
10 language ads which helped a lot.

11 Q. You talked about assisting a team.  
12 Who was on your team?

13 MR. LERNER: Objection.

14 A. Well, it was the New York Post  
15 team.

16 Q. What team are you referring to?

17 A. Tempo.

18 Q. New York Post as a whole?

19 A. The people who worked at Tempo.

20 Q. So who specifically are you  
21 referring to? What individuals that worked  
22 at Tempo?

23 A. Sami Haiman Marrero, S-A-M-I,  
24 H-E-Y-M-A-N, M-A-R-R-E-R-O.  
25

Page 102

1 GOODSTEIN  
2 not in chronological order?  
3 MR. LERNER: Objection.  
4 A. I don't know.  
5 Q. You have no recollection of any  
6 time that you saw one of these and said,  
7 well, wait a minute, that's reversed?  
8 A. No, no recollection, no.  
9 Q. Now, if you look at this again, it  
10 says, "Paul explored the idea of  
11 transitioning Tempo into five or six sections  
12 per year geared around key Hispanic events."  
13 Did you know who Paul is there?  
14 A. I don't know. There were two Pauls  
15 in the meetings, but it would probably be  
16 Paul Carlucci.  
17 Q. But you're not sure?  
18 A. Not sure.  
19 MR. LERNER: Mr. Goodstein, if you  
20 are not sure of an answer, don't guess.  
21 THE WITNESS: OK, thank you.  
22 Q. Second sentence, it says, "Les  
23 recommended keeping the section and staff  
24 intact, maintaining 12 monthly sections, and  
25 aggressively selling it with the Fox as well

Page 104

1 GOODSTEIN  
2 the words, "so that's true." And then  
3 I'm going to further object to the  
4 balance of the question about what the  
5 document means.  
6 Q. Take a step back, Mr. Goodstein.  
7 You agree that in the summer of 2006, you  
8 recommended keeping the staff of Tempo  
9 intact, right?  
10 A. Yes.  
11 Q. Let's go back to my Fox question.  
12 I am just not clear, what is the Fox?  
13 A. Fox Television.  
14 Q. OK. Did you refer to Fox  
15 Television as the Fox?  
16 A. No, I didn't.  
17 Q. OK. But you are sure this refers  
18 to Fox TV?  
19 A. That's, as I'm reading it, yes.  
20 Q. Again, I don't want you to guess.  
21 Do you know this refers to Fox TV or are you  
22 saying that's your guess from looking at the  
23 paper?  
24 A. When I read it, Fox Television.  
25 MR. LERNER: Mr. Clark, you

Page 103

1 GOODSTEIN  
2 as tying in with community newspapers."  
3 Do you see that?  
4 A. Yes.  
5 Q. Do you know if that sentence  
6 accurately states what you recommended in  
7 this meeting?  
8 MR. LERNER: Objection.  
9 A. I don't recall the meeting. I  
10 don't recall making the statement.  
11 Q. You don't recall recommending  
12 keeping the section and staff intact?  
13 A. I don't recall this exact  
14 statement.  
15 Q. OK, but aside from that statement,  
16 do you recall making a recommendation in the  
17 summer of 2006 to keep the staff of Tempo  
18 intact?  
19 A. Yes.  
20 Q. So that's true. And what does this  
21 mean when you say, "selling it with the Fox  
22 as well." What is the Fox?  
23 MR. LERNER: I am going to object.  
24 I'm just going to strike, move to strike  
25 the first part of the question which were

Page 105

1 GOODSTEIN  
2 referred to the summer of 2006. This is  
3 dated 6/12.  
4 MR. CLARK: I am sorry, you're  
5 right. I was reading it as June 6. Let  
6 me take a step back. And actually,  
7 Mr. Goodstein, give you a chance to  
8 rephrase your testimony if you need to  
9 because I think I may have mislead you.  
10 I was looking at this as June 6 but  
11 obviously this is -- wait a minute 6/12.  
12 Let me just double-check.  
13 So if this says 6/12 of '06, what  
14 date are we looking at then? Because it  
15 looks to me like that's June 12, 2006?  
16 Are you saying that summer doesn't  
17 literally begin in the 21st?  
18 MR. LERNER: Yes.  
19 Q. I thought you were saying -- fair  
20 enough. So recognizing that summer didn't  
21 literally begin until a week later, do you  
22 have a recollection of a recommendation in  
23 June of '06 that you keep the staff of Tempo  
24 intact?  
25 A. Yes.

Page 118

GOODSTEIN

A. No.

Q. Do you recall when you finished your involvement with Tempo?

A. It was the latter part of 2007.

Q. Even though you were not involved, you were still on the executive committee obviously, correct?

MR. LERNER: Objection.

A. Yes.

Q. So did you continue to be updated on the status of Tempo through your involvement on the executive committee?

MR. LERNER: Objection.

A. It is in the minutes.

Q. So yes?

A. Yes.

Q. OK. So do you know why the decision was made to close Tempo?

A. Advertising business just took a nose dive and the market crash of 2008 had a resounding effect on all advertising revenue and Tempo was no exception.

Q. And who made the decision to close Tempo?

Page 119

GOODSTEIN

A. I don't know.

MR. LERNER: Just make sure you keep your voice up.

Q. Was closing Tempo approved by the executive committee?

A. I don't know.

Q. If you could turn to the last page of this exhibit marked 493, do you see there is a chart, "New York Hispanic leader trend," do you see that?

A. Yes.

Q. Did you have any role in putting this chart together?

A. No.

Q. Do you have any idea if -- whether these numbers are true or not?

MR. LERNER: Objection.

A. Yes.

Q. You do know if they are true?

A. Yes.

Q. What's your basis for that?

A. The Scarborough report is the bible of the newspaper industry. So if it was "Source: Scarborough," it is true.

Page 120

GOODSTEIN

Q. So you have no idea who made the decision to close Tempo?

A. No. I'm -- yes.

Q. No, you do not know who made --

A. Give me that question again.

Q. Do you know who -- well, do you know who closed, made the decision to close Tempo?

A. It would have been Paul Carlucci.

Q. OK. Why do you say that?

A. He is the publisher of the New York Post.

Q. OK. Did you ever have any specific conversations with Paul Carlucci about closing Tempo?

A. No.

Q. Did you ever talk to Col Allan about closing Tempo?

A. No.

Q. How often do you communicate with Col Allan?

MR. LERNER: Objection. Currently?

Q. Just currently, let's start with currently and then we will --

Page 121

GOODSTEIN

MR. LERNER: Wait, objection. Even with that clarification.

A. Every other week.

Q. Has that communicating with him every other week been pretty consistent for the last few years?

A. It is at the executive committee meeting.

Q. Other than at the executive committee meetings, do you ever have contact with Col Allan?

A. No.

Q. Has Col Allan ever lied to you?

A. No.

Q. Do you think he is a honest person?

A. I do.

Q. Have you ever heard Col Allan yell?

A. What do you mean by yell?

Q. Raise his voice in a loud way?

A. Col naturally talks loud, but to answer your question, no.

Q. So you have heard him talk loud but not what you would characterize as yell?

A. Correct.



Page 146

GOODSTEIN

Q. What exactly did you say?

A. I vague recollection, Hi, ChaCha, Hi, ChaChas. I don't recall.

Q. Did you ever refer to them as ChaCha number 1 and ChaCha number 2?

A. I don't recall that.

Q. Were there any other instances in which you referred to Ms. Guzman as ChaCha?

A. No.

Q. Do you recall ever referring to anyone else other than Sami and Sandra as ChaCha?

MR. LERNER: At any time ever?

Or --

Q. At any time.

A. Many years ago, I used to call my sister ChaCha.

Q. Other than that, you don't recall ever using the term "ChaCha" to refer to anyone?

A. No.

Q. Have you ever commented on Ms. Guzman's appearance to her?

A. Yes.

Page 147

GOODSTEIN

Q. What did you say to her?

A. I have one recollection. I was getting an award at the Hispanic Federation Gala. I was getting the leadership award. And I made a speech at the end of the dinner. Sandra walked over to me, she gave me a kiss. She said, great speech.

I was with my wife. She congratulated me on my wedding. She told my wife, I was a great guy. And I looked back at her and I said, nice dress, beautiful dress, I said, that's a beautiful dress. And my wife said, yes, that's a beautiful dress.

Q. OK. Other than that instance where you told her she had a beautiful dress, do you recall any other instances in which you made any comments about Sandra Guzman's appearance?

A. No, not that I recall, no.

Q. So there may have been others but you can't recall any?

A. Could have been. I compliment both men and women on their appearance.

Q. But you don't recall any other

Page 148

GOODSTEIN

specific instances with Ms. Guzman?

A. No.

Q. You have never commented on her shoes?

A. No.

Q. Have you ever commented on her appearance in any way, again, other than this dress comment?

MR. LERNER: Objection.

Q. No?

MR. LERNER: Isn't this asked and answered?

Q. I just want to be clear, you have never commented on her shoes, other clothing or appearance at all other -- actually let me strike that.

You cannot recall any comments you made about Ms. Guzman's shoes, clothing or appearance other than this one comment about her dress?

A. That's correct.

Q. What was Ms. Guzman's reaction on this one instance where you commented about her dress?

Page 149

GOODSTEIN

A. She was happy, she said thank you.

Q. Have you ever stared at Ms. Guzman?

MR. LERNER: Objection.

Q. Leered at her?

A. What does that mean?

MR. LERNER: Objection.

Q. To stare intensely at her? Have you ever stared intensely at Ms. Guzman?

MR. LERNER: Objection.

A. No.

Q. Have you ever stared at her breasts?

MR. LERNER: Objection.

A. No.

Q. Have you ever stared at her legs?

MR. LERNER: Objection.

A. No.

Q. Has anyone, other than Ms. Guzman, ever accused you of sexual harassment?

MR. LERNER: Objection.

A. I've been working since 1974, and to my knowledge, I have never had a complaint of sexual harassment.

Q. Has Ms. Guzman ever made any